

# ITEL

## Itel Rail Corporation

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

RECORDATION NO. *9932-Z* FILED 1425

August 28, 1986

AUG 29 1986 -2 22 PM

INTERSTATE COMMERCE COMMISSION

Honorable Noreta R. McGee, Secretary  
Interstate Commerce Commission  
Washington, DC 20423

*#10.00*

Re: Partially Restated Equipment Schedule to the 1978 Series 3 Equipment Trust Agreement dated as of July 30, 1986

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$10 covering the recordation fee.

*this one is:*  
*9932-Z* Please record this instrument under the 1978 Series 3 Equipment Trust Agreement dated November 1, 1978, which was filed with the ICC on December 22, 1978 and given Recordation No. 9932.

This instrument is being filed by Itel Rail Corporation, as successor in interest to SSI Rail Corporation and to Itel Rail Corporation, Rail Division, to restate in a single list the units of equipment listed in Schedule A of the Equipment Trust Agreement dated November 1, 1978, as earlier heretofore reported. The equipment covered is listed on Restated Schedule A to the enclosed instrument.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

*[Signature]*  
Josie Villaflores  
Legal Assistant

JV:ps  
Enclosure

6-241A038  
No. *AUG 29 1986*  
Date *10.00*  
Fee \$ *10.00*  
ICC, Washington, D. C.

ICC OFFICE OF  
THE SECRETARY  
AUG 29 2 28 PM '86  
MOTOR OPERATING UNIT

9932-Z  
 Filed 1425  
 AUG 29 1986 -2 122 PM  
 INTERSTATE COMMERCE COMMISSION

08/28/86

**PARTIALLY RESTATED EQUIPMENT SCHEDULE TO THE 1978 SERIES 3  
 EQUIPMENT TRUST AGREEMENT BETWEEN  
 FIRST SECURITY BANK OF UTAH, N.A., AS TRUSTEE,  
 AND ITEL CORPORATION, RAIL DIVISION**

**PARTIALLY RESTATED EQUIPMENT SCHEDULE** dated as of July 30, 1986, to the 1978 Series 3 Equipment Trust Agreement, dated as of November 1, 1978 ("1978 Series 3 Equipment Trust Agreement"), among CITIBANK, N.A., predecessor to FIRST SECURITY BANK OF UTAH, N.A., as Trustee ("Trustee"), and ITEL CORPORATION, RAIL DIVISION.

**WHEREAS**, Itel Rail Corporation, successor to Itel Corporation, Rail Division, and First Security Bank of Utah, N.A., are parties to an Equipment Trust Agreement, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 12, 1978 and given recordation number 9932; and

**WHEREAS**, Schedule A of the 1978 Series 3 Equipment Trust Agreement sets forth the amount and reporting mark series of Trust Equipment (as defined in the 1978 Series 3 Equipment Trust Agreement); and

**WHEREAS**, certain supplements have been filed from time to time setting forth the new reporting marks of Trust Equipment that has been re-marked; and

**WHEREAS**, certain of the Trust Equipment has been destroyed; and

**WHEREAS**, the 1978 Series 3 Equipment Trust has been consolidated, amended and restated in the Consolidated, Amended and Restated Equipment Trust Agreement (the "ETC Modification Agreement") which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C 11303 on September 20, 1983 and given recordation number 14165; and

**WHEREAS**, Itel Rail Corporation, as successor in interest to Itel Corporation, Rail Division, wishes to restate the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A to set forth the amount, car type and reporting marks of the Trust Equipment as of July 30, 1986.

**NOW, THEREFORE**, pursuant to the covenants and promises contained in the 1978 Series 3 Equipment Trust Agreement, the Itel Rail Corporation agrees as follows:

1. Restated Schedule A, attached hereto, is inserted in place of the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A.

2. The only purposes of this instrument are to notify the Trustee in consolidated list as of July 30, 1986, of the already reported changes that have been made in the number of units of Trust Equipment covered by the 1978 Series 3 Equipment Trust Agreement and the changes in reporting marks thereof, and to restate Schedule A of the 1978 Series 3 Equipment Trust Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the 1978 Series 3 Equipment Trust Agreement.

(Seal)

Attest:

*Howard L. Chabner*

Howard L. Chabner  
Assistant Secretary

ITEL RAIL CORPORATION

By:

*Robert C. Kiehnle*

Robert C. Kiehnle  
Vice President-Finance

**1978 SERIES 3 ETC SERIES TRUST**  
**Filed Under I.C.C. Recordation No. 9932**  
**on December 22, 1978**

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
AHW 105525	1	FC
ALM 1250-1278 ALM 1600-1624	54	XM
AN 5600-5648 AN 5650-5799 AN 5800-5814	214	XM
BAR 9700-9718 BAR 9794-9888	114	XM
BN 377000-377064	65	XP
BN 377065-377119 BN 377121-377123	58	XM
CCR 6650-6805	56	XM
COER 100000-100030 COER 250004 COER 250008 COER 250011 COER 250017 COER 250019 COER 250022 COER 250027 COER 250032-250035 COER 250037 COER 250039 COER 250044 COER 250052 COER 250054-250055 COER 250063 COER 250065 COER 250067 COER 250073-250074	50	FC

1978 SERIES 3 ETC SERIES TRUST  
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on December 22, 1978

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
DTI 90000-90063	233	FC
DTI 90065-90165		
DTI 90167-90234		
EACH 2162-2200	89	XM
EACH 2358		
EACH 2360		
EACH 2363-2366		
EACH 2370		
EACH 2372		
EACH 2375		
EACH 2379		
EACH 2389-2395		
EACH 2398-2399		
EACH 2401		
EACH 2407		
EACH 2415-2418		
EACH 2424		
EACH 2428		
EACH 2436-2437		
EACH 2440		
EACH 2448		
EACH 2454		
EACH 2456		
EACH 2459		
EACH 2461-2462		
EACH 2465		
EACH 2472		
EACH 2474-2475		
EACH 2477		
EACH 2480		
EACH 2483-2484		
EACH 2487-2488		
EACH 2497-2498		
EACH 2500		
EACH 4001-4005	63	XP
EACH 4007-4066		
EACH 4068-4071		
EACH 4073		
EACH 4075-4077		

**1978 SERIES 3 ETC SERIES TRUST**  
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**on December 22, 1978**

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
EACH 4079-4085 EACH 4087-4100		
EACH 4101-4104 EACH 4106-4150	49	XM
GBW 7000-7049 GBW 8302-8303 GBW 8306 GBW 8317 GBW 8319 GBW 8323-8324 GBW 8330-8331 GBW 8333-8334 GBW 8337 GBW 8343-8344 GBW 8346 GBW 8348 GBW 8353 GBW 8357 GBW 8362 GBW 8364-8366 GBW 8373-8374 GBW 8377 GBW 8379 GBW 8385 GBW 8389 GBW 8392 GBW 8395 GBW 8399 GBW 8402 GBW 8413 GBW 8419 GBW 10000-10099	184	XM
GMRC 40401-40439	40	XM
IAIS 902100-902124	25	FC

1978 SERIES 3 ETC SERIES TRUST  
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on December 22, 1978

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
KCS 756008	200	XM
KCS 756016		
KCS 756024		
KCS 756032		
KCS 756041		
KCS 756059		
KCS 756067		
KCS 756075		
KCS 756083		
KCS 756091		
KCS 756105		
KCS 756113		
KCS 756121		
KCS 756130		
KCS 756148		
KCS 756156		
KCS 756164		
KCS 756172		
KCS 756181		
KCS 756199		
KCS 756202		
KCS 756211		
KCS 756229		
KCS 756237		
KCS 756245		
KCS 756253		
KCS 756261		
KCS 756270		
KCS 756288		
KCS 756296		
KCS 756300		
KCS 756318		
KCS 756326		
KCS 756334		
KCS 756342		
KCS 756351		
KCS 756369		
KCS 756377		
KCS 756385		
KCS 756393		
KCS 756407		
KCS 756415		
KCS 756423		
KCS 756431		
KCS 756440		

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**on December 22, 1978**

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
KCS 756458		
KCS 756466		
KCS 756474		
KCS 756482		
KCS 756491		
KCS 756504		
KCS 756512		
KCS 756521		
KCS 756539		
KCS 756547		
KCS 756555		
KCS 756563		
KCS 756571		
KCS 756580		
KCS 756598		
KCS 756601		
KCS 756610		
KCS 756628		
KCS 756636		
KCS 756644		
KCS 756652		
KCS 756661		
KCS 756679		
KCS 756687		
KCS 756695		
KCS 756709		
KCS 756717		
KCS 756725		
KCS 756733		
KCS 756741		
KCS 756750		
KCS 756768		
KCS 756776		
KCS 756784		
KCS 756792		
KCS 756806		
KCS 756814		
KCS 756822		
KCS 756831		
KCS 756849		
KCS 756857		
KCS 756865		
KCS 756873		
KCS 756881		
KCS 756890		



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TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
KCS 757357		
KCS 757365		
KCS 757373		
KCS 757381		
KCS 757390		
KCS 757403		
KCS 757411		
KCS 757420		
KCS 757438		
KCS 757446		
KCS 757454		
KCS 757462		
KCS 757471		
KCS 757489		
KCS 757497		
KCS 757501		
KCS 757519		
KCS 757527		
KCS 757535		
KCS 757543		
KCS 757551		
KCS 757560		
KCS 757578		
KCS 757586		
KCS 757594		
KCS 757608		
KCS 757616		
KCS 757624		
KCS 757632		
KCS 757641		
KCS 757659		
KCS 757667		
KCS 757675		
KCS 757683		
KCS 757691		
KCS 757705		
KCS 757713		
KCS 757721		
KCS 757730		
KCS 757748		
KCS 757756		
KCS 757764		
KCS 757772		
KCS 757781		
KCS 757799		

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**on December 22, 1978**

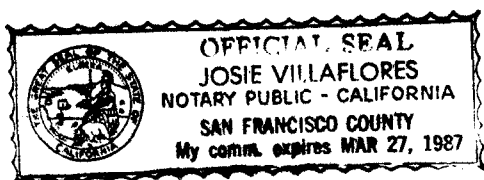
TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
KCS 757802		
KCS 757811		
KCS 757829		
KCS 757837		
KCS 757845		
KCS 757853		
KCS 757861		
KCS 757870		
KCS 757888		
KCS 757896		
KCS 757900		
KCS 757918		
KCS 757926		
KCS 757934		
KCS 757942		
KCS 757951		
KCS 757969		
KCS 757977		
KCS 757985		
KCS 757993		
MDW 2060	26	XM
MDW 2062-2075		
MDW 2077-2086		
MDW 10299		
MEC 105051-105125	75	FC
MR 2504	1	XM
MTW 1100-1116	17	XM
NLG 7150-7179	30	XM
NOPB 3550	396	XM
NOPB 3552-3556		
NOPB 3558-3566		
NOPB 3568-3571		
NOPB 3575-3586		

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**on December 22, 1978**

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
NOPB 3591		
NOPB 3593-3596		
NOPB 3598-3601		
NOPB 3605-3606		
NOPB 3608		
NOPB 3611-3613		
NOPB 3615		
NOPB 3617-3619		
NOPB 3621-3622		
NOPB 3627-3630		
NOPB 3632-3633		
NOPB 3635-3636		
NOPB 3639-3642		
NOPB 3646		
NOPB 3649		
NOPB 3651-3655		
NOPB 3657		
NOPB 3659-3664		
NOPB 3666		
NOPB 3668-3672		
NOPB 3675-3681		
NOPB 3684-3686		
NOPB 3688-3689		
NOPB 3691-3693		
NOPB 3695		
NOPB 3697-3698		
NOPB 3700		
NOPB 3703		
NOPB 3706-3707		
NOPB 3710		
NOPB 3712-3723		
NOPB 3725		
NOPB 3728-3730		
NOPB 3734-3739		
NOPB 3741-3748		
NOPB 3750		
NOPB 3752-3755		
NOPB 3757-3764		
NOPB 3767-3770		
NOPB 3773-3777		
NOPB 3779-3781		
NOPB 3783-3789		
NOPB 3791-3792		
NOPB 3794-3799		
NOPB 3803		

STATE OF CALIFORNIA       )  
                                      ) ss.  
COUNTY OF SAN FRANCISCO )

On this 28th day of August, 1986, before me personally appeared Robert C. Kiehle, to me personally known, who being by me duly sworn, says that such person is Vice President-Finance of IteL Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Josie Villaflores  
Notary Public